#### LITHIA MOTORS INC

Form 4

March 01, 2007

### FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

DEBOER BRYAN B

1. Name and Address of Reporting Person \*

			LITHIA MOTORS INC [LAD]				)]	(Check all applicable)			
(Month			(Month/D	Date of Earliest Transaction onth/Day/Year) /28/2007					Director 10% Owner X Officer (give title Other (specify below) President & COO		Owner
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  MEDFORD, OR 97501						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution any	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)  (A) or				d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common	02/28/2007			S		1,000	D	\$ 29.56	5,000	D	
Class A Common	02/28/2007			S		1,000	D	\$ 29.58	4,000	D	
Class A Common	02/28/2007			S		1,000	D	\$ 29.16	3,000	D	
Class A Common	02/28/2007			S		1,000	D	\$ 29.05	2,000	D	
Class A Common	02/28/2007			S		1,000	D	\$ 29.2	1,000	D	

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Class A 1,000 D \$ 0 S 02/28/2007 D Common

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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8. Pi Deri Secu (Inst

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common	\$ 0					<u>(1)</u>	<u>(1)</u>	Class A Common	1,871	
Class B Common	\$ 0					<u>(1)</u>	<u>(1)</u>	Class A Common	66,348	
Stock Option (2000c) (NQ) (right to buy)	\$ 16.75					(2)	01/06/2010	Class A Common	5,554	
Stock Option (2002nq) (right to buy)	\$ 15.13					12/26/2007	12/26/2012	Class A Common	8,000	
Stock Option (right to buy)	\$ 29.42					03/11/2009	03/11/2010	Class A Common	12,000	
· ·	\$ 27.58					02/09/2010	02/09/2011		16,002	

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Stock Option (right to buy)				Class A Common	
Stock Option (1999bj) (NQ) (right to buy)	\$ 16.5	01/01/2004	01/01/2009	Class A Common	4,000
Stock Option (2000ab) (NQ) (right to buy)	\$ 16.75	(3)	01/06/2010	Class A Common	14,446
Stock Option (2000bj) (NQ) (right to buy)	\$ 16.75	01/06/2005	01/06/2010	Class A Common	4,000
Stock Option (2001) (NQ) (right to buy)	\$ 1	12/26/2005	12/26/2010	Class A Common	8,000
Stock Option (2001nq) (right to buy)	\$ 19.24	12/26/2006	12/26/2011	Class A Common	8,000
Stock Option (right to buy)	\$ 31.67	03/10/2011	03/10/2012	Class A Common	18,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b></b>	Director	10% Owner	Officer	Other			
DEBOER BRYAN B							
360 E. JACKSON ST.			President & COO				
MEDFORD, OR 97501							

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## **Signatures**

By: Cliff E. Spencer, Attorney in Fact 03/01/2007

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Class B Common converts to Class A Common on a 1:1 ratio at holder's discretion.
- (2) The options vest as to 50% of total grant on 3rd anniversary of grant date and remaining 50% on 4th anniversary date.
- (3) The option vests as follows: 4,000 on 1/6/01; 4,000 on 1/6/02; 2,447 on 1/6/03; 2,029 on 1/6/04 and 1,970 on 1/6/05

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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